

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
TAKEOFF TECHNOLOGIES, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 24-11106 (CTG)
Debtors.	)	
	)	(Jointly Administered)

**NOTICE OF THIRD AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON JULY 1, 2024 AT 3:00 P.M. (ET)**

**The hearing will be held before the Honorable Craig T. Goldblatt in the United States  
Bankruptcy Court for the District of Delaware, 824 N. Market Street,  
5th Floor, Courtroom No. 4, Wilmington, Delaware 19801<sup>3</sup>**

**This proceeding will be conducted in person with the option to appear remotely via  
Zoom. Please refer to Judge Goldblatt's Chambers Procedures  
(<https://www.deb.uscourts.gov/judge-craig-t-goldblatt>) and the Court's website  
(<http://www.deb.uscourts.gov/ecourt-appearances>) for information on the method of  
allowed participation (video or audio), Judge Goldblatt's expectations of remote  
participants, and the advance registration requirements.**

**Registration is required by 4:00 p.m. (Eastern Time) the business day before the hearing  
unless otherwise noticed using the eCourtAppearances tool available  
on the Court's website.**

**MATTERS GOING FORWARD**

1. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [(Sealed) D.I. 10, (**Redacted**) D.I. 11, 5/30/24]

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of the Debtors federal tax identification numbers, as applicable, are: Takeoff Technologies, Inc. (0552); Takeoff Technologies Canada, Inc.; Takeoff Technologies Australia Pty Ltd. (ACN 639 288 958); Takeoff Technologies FZE; Takeoff International Subco India Private Limited; and Takeoff International Subco, LLC. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 203 Crescent Street, Suite 203, Waltham, Massachusetts 02453.

<sup>2</sup> **Amendments appear in bold.**

<sup>3</sup> **At the direction of the Court, this hearing has been further re-located to the 5<sup>th</sup> Floor, Courtroom 4.**

Objection Deadline: June 17, 2024 at 4:00 p.m. (ET); extended for the U.S. Trustee and the Official Committee of Unsecured Creditors to June 25, 2024 at 4:00 p.m. (ET)

Objections/Informal Responses:

- A. Informal Response from the DIP Lenders
- B. United States Trustee's Limited Objection to Motion of the Debtors for Entry of an Order Approving Postpetition Financing and Granting Related Relief [[D.I. 88](#), 6/18/24]
- C. Preliminary Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [(Sealed) D.I. 124, 6/25/24]
- D. Hy-Vee Food Stores, Inc. Joinder to Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[D.I. 125](#), 6/25/24]
- E. Notice of Filing of Proposed Redacted Version of Preliminary Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[D.I. 132](#), 6/28/24]

Related Pleadings:

- F. Motion of Debtors for Entry of an Order Authorizing the Debtors to File Under Seal and Redact Confidential Information in the DIP Order [[D.I. 53](#), 5/31/24]
- G. Interim Order [[D.I. 55](#), 5/31/24]
- H. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 56](#), 6/3/24]

- I. Declaration of Brett M. Anderson in Support of Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal and Redact Confidential Information in the DIP Order [[D.I. 89](#), 6/20/24]
- J. Order Authorizing the Debtors to File Under Seal and Redact Confidential Information in the DIP Order [[D.I. 97](#), 6/24/24]
- K. Notice of Deposition of Takeoff Technologies, Inc. (Rule 30(b)(6) [[D.I. 117](#), 6/25/24]
- L. Notice of Deposition of Joseph Polancich [[D.I. 118](#), 6/25/24]
- M. Notice of Deposition of Brett Anderson [[D.I. 119](#), 6/25/24]
- N. Debtors' Witness and Exhibit List for Hearing Set for July 1, 2024 [[D.I. 129](#), 6/27/24]
- O. Official Committee of Unsecured Creditors' Notice of Exhibit List and Intent to Offer Witness Testimony at the Hearing on July 1, 2024 [[D.I. 131](#), 6/28/24]
- P. Motion to Seal Preliminary Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[D.I. 133](#), 6/28/24]
- Q. Debtors' Motion for an Order Granting the Debtors and the DIP Lenders Leave and Permission to File their Respective Replies in Support of the (1) Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief; and (2) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and

Providing Superpriority Administrative Expense Claims; (III) Modifying The Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[D.I. 134](#), 6/28/24]

- R. Declaration of Matthew Walker in Support of Debtors' Omnibus Reply to the Objections of the United States Trustee and the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order Approving Postpetition Financing and Granting Related Relief [[D.I. 135](#), 6/28/24]
- S. Declaration of Brett M. Anderson in Support of Debtors' Omnibus Reply to the Objections of the United States Trustee and the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order Approving Postpetition Financing and Granting Related Relief [[D.I. 136](#), 6/28/24]
- T. [Sealed] Final Order (A) Authorizing the Debtors to Obtain Postpetition Financing; (B) Granting Liens and Superpriority Administrative Expense Claims; (C) Modifying the Automatic Stay and (D) Granting Related Relief [(Sealed) [D.I. 138](#), 6/28/24]
- U. **DIP Lenders' Statement in Support of the Debtors' Motion to Approve Debtor-In-Possessions Financing** [[D.I. 144](#), 6/28/24]
- V. **Official Committee of Unsecured Creditors; Notice of Amended Exhibit List and Intent to Offer Witness Testimony at the Hearing on July 1, 2024** [[D.I. 145](#), 6/30/24]
- W. **Debtors' Amended Witness and Exhibit List for Hearing Set for July 1, 2024** [[D.I. 146](#), 6/30/24]

Status: This matter is going forward.

- 2. Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter Into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [[D.I. 62](#), 6/6/24]

Objection Deadline: June 20, 2024 at 4:00 p.m. (ET), extended for the U.S. Trustee and the Official Committee of Unsecured Creditors to June 25, 2024 at 4:00 p.m. (ET)

Objections/Informal Responses:

- A. Informal Response from the Office of the U.S. Trustee
- B. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter Into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [[D.I. 123](#), 6/25/24]

Related Pleadings:

- C. Debtors' Witness and Exhibit List for Hearing Set for July 1, 2024 [[D.I. 129](#), 6/27/24]
- D. Official Committee of Unsecured Creditors' Notice of Exhibit List and Intent to Offer Witness Testimony at the Hearing on July 1, 2024 [[D.I. 131](#), 6/28/24]
- E. Debtors Motion for an Order Granting the Debtors and the DIP Lenders Leave and Permission to File their Respective Replies in Support of the (1) Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All

Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief; and (2) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying The Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[D.I. 134](#), 6/28/24]

- F. Declaration of Joseph Polancich in Support of Debtors' Bidding Procedures Motion [[D.I. 137](#), 6/28/24]

Status: This matter is going forward.

3. Motion to Seal Preliminary Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[D.I. 133](#), 6/28/24]

Objection Deadline: At the Hearing

Objections/Informal Responses: None

Related Pleadings:

- A. Preliminary Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [(Sealed) D.I. 124, 6/25/24]

Status: This matter is going forward.

4. Debtors' Motion for an Order Granting the Debtors and the DIP Lenders Leave and Permission to File their Respective Replies in Support of the (1) Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III)

Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief; and (2) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying The Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[D.I. 134](#), 6/28/24]

Objection Deadline: At the Hearing

Objections/Informal Responses: None

Related Pleadings:

- A. Declaration of Matthew Walker in Support of Debtors' Omnibus Reply to the Objections of the United States Trustee and the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order Approving Postpetition Financing and Granting Related Relief [[D.I. 135](#), 6/28/24]
- B. Declaration of Brett M. Anderson in Support of Debtors' Omnibus Reply to the Objections of the United States Trustee and the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order Approving Postpetition Financing and Granting Related Relief [[D.I. 136](#), 6/28/24]
- C. Declaration of Joseph Polancich in Support of Debtors' Bidding Procedures Motion [[D.I. 137](#), 6/28/24]

Status: This matter is going forward.

Dated: July 1, 2024  
Wilmington, Delaware

*/s/ Joseph M. Mulvihill*

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